

RECORDATION NO. 14090 - M  
FILED

JUL 20 '05 12:35 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

July 20, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of July 19, 2005 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 14090.

The name and address of the party to the enclosed document are:

Seller: Deere Credit, Inc.  
6400 NW 86<sup>th</sup> Street  
Johnston, IA 50131

[Buyer: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Suite B  
Maryville, IL 62062]

Mr. Vernon A. Williams  
July 20, 2005  
Page Two

A description of the railroad equipment covered by the enclosed document is:

115 gondola railcars within the series WFAX 83510 – WFAX 83653 and WFAX 86625 – WFAX 86642

A short summary of the document to appear in the index is:

Bill of Sale

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

JUL 20 '05 12-35 PM

**BILL OF SALE**

SURFACE TRANSPORTATION BOARD

DEERE CREDIT, INC. ("Seller"), in consideration of the sum of Two Million Nine Hundred Sixty One Thousand Two Hundred Fifty Dollars (\$2,961,250), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, paid by MIDWEST RAILCAR CORPORATION ("Purchaser"), does hereby grant, bargain, sell, assign, convey, transfer and deliver to Purchaser and its successors and assigns, to have and to hold for their use and benefit forever, all of Seller's right, title and interests in and to the equipment described on Schedule 1 attached hereto (collectively, the "Equipment" and individually, a "Unit of Equipment"):

THE EQUIPMENT IS BEING SOLD TO PURCHASER "AS IS, WHERE IS," EXCEPT AS OTHERWISE PROVIDED IN THE EQUIPMENT PURCHASE CONTRACT DATED AS OF APRIL 1, 2005 (THE "CONTRACT") BETWEEN SELLER AND PURCHASER, "WITH ALL FAULTS", AND, EXCEPT AS PROVIDED IN SECTION 6(g) OF THE CONTRACT, SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE EQUIPMENT OR ANY UNIT OF EQUIPMENT, WHETHER AS TO THEIR VALUE, DESIGN, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE, AS TO THE QUALITY OF MATERIAL OR WORKMANSHIP OR CONFORMITY TO SPECIFICATIONS OF ANY PURCHASE ORDER, AS TO THE ABSENCE OF ANY LATENT OR OTHER DEFECTS, WHETHER OR NOT DISCOVERABLE, OR (EXCEPT AS SET FORTH IN THIS BILL OF SALE) AS TO ANY OTHER MATTER WHATSOEVER RELATION TO THE EQUIPMENT.

Seller warrants that it is hereby transmitting legal, good and marketable title to the Equipment, free from any lien, claim or encumbrance created by, or through Seller.

This Bill of Sale shall be governed by, and construed under, the laws of the State of Illinois.

Dated: July 19, 2005

DEERE CREDIT, INC.

By: MM

Name: Keith Tucker

Title: Mgr - LCAG

STATE OF Iowa, Polk County TO WIT:

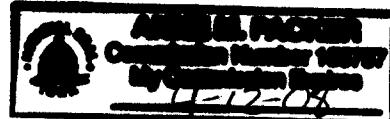
I HEREBY CERTIFY that on this 12<sup>th</sup> day of July, 2005, before me, the undersigned Notary Public of the aforesaid State, personally appeared Keith Tucker who acknowledged himself to be the Manager—Large Credit Administration of Deere Credit, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Manager—Large Credit Administration of said corporation by signing the name of the corporation by himself as the Manager—Large Credit Administration.

WITNESS my hand and Notarial Seal.

Anne M Packer  
Notary Public

My Commission Expires:

4-12-08



**SCHEDULE 1**  
**DESCRIPTION OF EQUIPMENT**

WFAX CAR NUMBERS	MANUFACTURER	MANUFACTURE DATE	EQUIPMENT DESCRIPTION
83510	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, double rotary couplers
83511	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, double rotary couplers
83512	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, double rotary couplers
83513	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83515	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83517	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83519	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83520	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83521	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83522	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83523	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83524	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83525	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83526	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83527	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83528	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83529	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83530	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83532	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83533	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83534	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83537	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83538	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83539	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83540	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83541	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83542	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83543	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers

WFAX CAR NUMBERS	MANUFACTURER	MANUFACTURE DATE	EQUIPMENT DESCRIPTION
83544	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83545	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83546	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83547	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83549	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83550	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83551	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83552	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83553	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83555	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83556	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83557	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83559	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83560	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83562	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83563	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83564	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83565	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83566	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83567	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83570	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83574	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83576	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83578	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83579	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83580	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83581	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83582	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83583	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83584	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers

WFAX CAR NUMBERS	MANUFACTURER	MANUFACTURE DATE	EQUIPMENT DESCRIPTION
83585	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83586	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83587	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83590	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83591	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83592	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83593	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83594	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83596	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83597	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83598	Ortner	Jun-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83600	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83602	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83603	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83604	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83605	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83606	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83607	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83608	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83611	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83612	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83613	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83614	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83618	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83621	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83622	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83623	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83624	Ortner	Jul-83	Flat bottom J301 - Gondola, steel, high side, single rotary couplers
83643	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83644	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel

WFAX CAR NUMBERS	MANUFACTURER	MANUFACTURE DATE	EQUIPMENT DESCRIPTION
83645	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83646	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83647	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83648	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83649	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83650	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83651	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83652	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
83653	Bethlehem Steel	Feb-89	Double tubs J311 - Gondola, steel
86625	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86626	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86627	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86628	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86629	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86630	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86631	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86632	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86633	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86634	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86635	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86636	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86637	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86638	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86639	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86640	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86641	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel
86642	Bethlehem Steel	Feb-87	Double tubs J311 - Gondola, steel

**TOTAL CARS: 115**